

Krewe Babalu Galveston Organizational By Laws

Krewe Babalu Galveston Organizational By Laws last updated 2022 by the Krewe Babalu Board of Directors

BY LAWS

OF

KREWE BABALU of Galveston

ARTICLE I: NAME

The name of this corporation is Krewe Babalu of Galveston (hereinafter referred to as the “Krewe Babalu” or “Krewe”).

ARTICLE II: MISSION

The mission of the Krewe is to organize and sponsor social and charitable events for the membership of the Krewe in celebration of the Carnival Season and Mardi Gras; and to promote civic, social and charitable activities in and around the city of Galveston throughout the year.

ARTICLE III: MOTTO

The motto of the Krewe is “Amigos para Siempre” (friends forever)

ARTICLE IV: MEMBERSHIP

Section 1: Definition

1. Members of the Krewe shall include all persons who apply, have paid in full the membership dues and been approved by the Board of Directors.
2. The Board of Directors reserves the right to refuse membership to anyone.
3. The number of members is limited to two hundred (200) individuals.
4. Membership is limited to persons twenty-one (21) years of age or older.
5. Dues and terms of membership shall be set by the Board of Directors.
6. A "Member in Good Standing" shall be defined as a member who is current on all dues and fees to the Krewe and has not been found by the Board of Directors to have violated these Bylaws.

Section 2: Privileges

1. Each member in good standing shall be entitled to vote on any issue presented to the Membership.
2. Only members in good standing may exercise the right and privileges of membership. Membership privileges include participation in any and all official Krewe activities such as committee membership, or committee chair, serving on the BOD, earning points, etc. Members are entitled to purchase, wear, use or display any of the regalia or materials of the Krewe, which has been designated as exclusive to Krewe Members. This shall include but be not limited to the official Krewe Babalu jackets
3. The Board of Directors shall have the right to revoke an individual's membership if that member:
 - a.) violates the Articles of Incorporation of the Krewe.
 - b.) violates the By Laws of the Krewe.
 - c.) is convicted of any criminal offense above a class "C" misdemeanor.
 - d.) engages in behavior that places himself or others in danger of bodily injury or otherwise negatively impacts the safety of any individual of the Krewe event
 - e.) behaves, at a Krewe event, in a manner that the Board finds damages or may damage the reputation of the Krewe.
4. A member whose membership has been revoked, shall refrain from identifying himself as a member of the Krewe and shall not use the name, logo, regalia or properties designated as exclusive to members

5. Any member whose membership has been revoked by the Board of Directors, shall have the right, upon written request to the Board of Directors, to a hearing before the Board of Directors to determine that member's membership status. The member in question shall be given at least ten days notice of the time and place of the hearing. A quorum of the Board of Directors must be present at the hearing in order to proceed to a vote on membership status. If a quorum is not present, the vote will be delayed until a quorum is convened for the vote and the member in question has received at least ten days notice of the time and place of the hearing. A simple majority of the voting Board Members will be sufficient to revoke or reinstate the member's membership.
6. The Board of Directors has the right to refuse membership or membership renewal to anyone.

Section 3: Point System

1. **Purpose**

The purpose of a "Point System" is to establish an equitable method to recognize, quantify, and reward Krewe members' contributions toward our Krewe goals. Contributions may be in the form of work, material or monetary donations, and promotional efforts. Points shall be accumulated by Members each year beginning January 1st.

2. **Definitions**

Each hour of labor shall earn ten (10) points. Each ten dollar (\$10.00) donation (material, monetary or promotional) shall earn one (1) point. Attendance at a scheduled Committee Meeting, General Membership Meeting or Board of Directors Meeting shall earn one (1) point. When a Member recruits a new Member, the recruiting Member shall earn one (1) point for each ten dollars (\$10.00) of the new member's paid membership dues. Event Chairpersons may award points to members for ticket sales, entertainment, equipment loans and other related event activities. Elected Officers may award points to members for performing special tasks for the benefit of the Krewe. Elected officers shall not earn points for performing the duties of their elected office

3. **Points Retention**

Krewe fiscal year begins April 1 and ends March 31. Yearly membership fee is due April 1. Points accumulated by Epiphany (Jan) are used to select the royal court (highest point totals) and purchase/placement of float rides (accumulated points determine parade selection and position placement on float) as well as other benefits.

Retention of points earned by members after Epiphany is contingent upon Krewe members submitting membership fees April 1 but no later than the grace period ending at the June monthly meeting. Members who pay their membership fee no later than the June monthly meeting will retain points accumulated after Epiphany, members who fail to pay membership fee by the June meeting will forfeit points accumulated after Epiphany. Point accumulation will then resume, starting at zero, when membership fee is paid. This policy encourages members to pay dues on time thus providing operating funds at the beginning of the fiscal year.

4. Reporting

The Board of Directors shall appoint a "Point Keeper". The Point Keeper shall keep a current and accurate tally of all points earned and reported. The Point Keeper shall maintain a current "Point Report". A current Point Report shall be made available to the Board of Directors periodically and upon request from any member. Event Chairpersons shall report in writing all points earned to the Point Keeper no later than thirty (30) days after the date of any event. Points awarded by Officers shall be submitted to the Board of Directors in writing at the next regularly scheduled Board of Directors meeting. The Secretary shall submit in writing to the Board of Directors all recruiting points. The Point Keeper may attend all board meetings.

5. Rewards

The Board of directors may need to periodically revise and modify the policies and procedures for recognition and rewards of the Point System. Any modifications made shall be distributed to all members no less than ten (10) days prior to effective date of the modification(s).

Section 4: Membership Meetings

There shall be a minimum of six (6) business meetings of the Membership in each twelve-month fiscal year. Upon petition of one-fifth of the membership, or motion duly passed by the Board of Directors, the President shall call other membership meetings. The President may also call additional membership meetings. All meetings shall be upon due notice.

ARTICLE V: BOARD OF DIRECTORS

Section 1: General Responsibilities

The Board of Directors shall govern the property, affairs and business of Krewe Babalu. The Board, at its discretion, may delegate these responsibilities by motion or resolution to Officers or Committees of Krewe Babalu.

Section 2: Enumerated Responsibilities

In addition to the general responsibilities of Section 1, the Board of Directors shall have the responsibility to approve the following items:

1. Budgets and amendments to the budgets during the fiscal year.
2. Sale, purchase, acceptance or donation, or significant alteration of property of Krewe Babalu.
3. Funds or lending properties.
4. Pledging security or real estate.
5. Policy issues and changes in existing policy.
6. Establishment of committees and appointment of members of Krewe Babalu to chair these committees.

Section 3: Composition

All members of the Board of Directors shall be members in good standing of Krewe Babalu. The Board of Directors shall consist of eleven (11) voting members. The Board shall be elected by the Membership and composed of five (5) Executive Officers (President, Vice President, Secretary, Treasurer and Parliamentarian; One (1) Officer elected as Committee Chair (Parade Captain); four (4) Officers elected as Members at Large; and one (1) Ambassador. The President must have served at least two (2) terms on the board. The outgoing President shall be appointed to serve as the Ambassador. In the event that the outgoing President declines the appointment the Board of Directors shall select another former Executive Officer from previous years past to fill in as Ambassador.

Section 4: Term

The terms of office of members of the Board shall be one year, commencing on April 1st at the April meeting and extending until the next election. Officers may serve successive terms.

Section 5: Meetings

The Board of Directors shall meet monthly and in no case shall it meet less than nine times during any fiscal year. At the written request of five members of the Board of Directors, or upon his or her own motion, the President shall call a special meeting of the Board of Directors. The President shall be Chair of the Board of Directors, and the Secretary of the Krewe shall be the Secretary of the Board. All meetings shall be upon due notice.

Section 6: Chairs

The Board of Directors shall establish committees and prescribe the responsibilities and authority of persons appointed to chair such committees. The committee or chair will not supersede powers and duties already prescribed to the Board of Directors. All event procedures and budgets shall be processed through the board prior to proceeding and committing krewe monies.

Section 7: Removal of Directors

Any Director may be removed, at any time, by refusing to abide by the Articles of Incorporation, By Laws, Standing Orders or Directives of the Board of Directors. Removal must be by the affirmative vote of two-thirds of the Directors, provided that there shall have been included in the notice of such meeting, notification of the intention to remove such Director. Any Director, who shall miss three (3) consecutive meetings, or five collective meetings within one calendar year, shall surrender his/her position, unless otherwise decided by the Board of Directors. In circumstance not otherwise specified by the Articles of Incorporation and By Laws, all meetings and business of the Krewe shall be conducted according to Roberts Rules of Order, 10th edition.

Section 8: Executive Officers General Responsibilities

The Executive Officers of the Krewe shall be the President, the Vice President, the Secretary, the Treasurer, and the Parliamentarian. Any two of the following officers: President, Vice President, Secretary, Treasurer or Parliamentarian shall have the authority to execute legal documents or behalf of the Krewe upon approval by the Board of Directors.

Term

Each Officer duly elected by the Membership shall take office thereupon and serve until the next election.

President

The President shall be elected by the Membership and shall have general directive supervision over the other Officers and Chairs of the Krewe subject to the instructions of the Board of Directors. The President shall preside at all meetings of the Membership and Board of Directors and execute on behalf of the Krewe all legal instruments. The President shall have the right to attend any committee meeting with non-voting privileges. The President has the right to form committees as needed.

Vice President

The Vice President shall be elected by the Membership. He or she will have the responsibility of learning as much as possible about the role of President of the Krewe and of supporting the President in carrying out his or her responsibilities. The Vice President shall assume the duties of the President in his or her absence. The Vice President shall carry out such other responsibilities as the Board of Directors or the President determines. The Vice President shall have the right to attend any committee meeting with non-voting privileges.

Secretary

The Secretary shall record the minutes of all meetings of the Membership and Board of Directors and circulate and maintain copies of these minutes. The Secretary shall carry out other duties as determined by the Board of Directors. The Secretary shall also be the main point of communications to the membership. He or she shall feed all information, news, events or any other correspondence dictated by the Board of Directors. He or she shall maintain the Membership Rolls and have sole responsibility of collecting member information and documentation. He or she shall also maintain the points system.

Treasurer

The Treasurer shall be elected by the Membership and shall be responsible for the collection, management, disbursement and appropriate reporting for all funds of the Krewe. The treasurer shall be the chair of any budget or finance committee and shall be responsible for filing all tax reporting forms.

Parliamentarian

The Parliamentarian shall be responsible for assisting the Presiding Officer in matters of procedure at any meeting. It shall also be the responsibility of the Parliamentarian to assist the Board of Directors in matters of compliance with the Articles of Incorporation, By Laws and Parliamentary Procedure. The Parliamentarian shall be responsible for distribution of the by-laws to all members and shall oversee tabulation of election of officers.

Ambassador

The Ambassador shall provide the Board of Directors and President with the benefit of his or her experience with the Krewe. He/she shall also be the krewe's official representative to other mardi gras krewes. The outgoing President shall be appointed to serve as the Ambassador. In the event that the outgoing President declines the appointment the general Board of Directors shall select another former Executive Officer from previous years past to fill in as Ambassador.

Section 9: Other Directors

Parade/Float Captain:

With the Board of Director's approval, the Parade Captain shall have sole responsibility for the construction of float(s), maintenance and float participation of the same. He/she shall have final authority on any and all safety operations of float(s) and parade routing. He/she shall be responsible for abiding by all city, county, state or federal rules and restrictions. He/she shall oversee placement of all float riders in the parades.

The Parade Captain shall have the sole and exclusive authority for enforcement of the above rules and provisions for any members or non-members who are participating in any event when the float is present.

At-Large Members:

The At-Large Members (4) shall assist in directing general business of the Krewe and Board of Directors with full voting rights and responsibilities. They shall also Chair events or assist Chairmen of krewe events.

ARTICLE VI: COMMITTEES

Section 1: Committee Operations

Committees shall be formed by the event's chairperson to organize/assist any event or fundraiser. Committees will meet/organize at times other than General Krewe meetings. Any discussion, brainstorming, ideas, etc., will be presented away from the times designated for the General Meetings. Committee chairs and members are welcome to solicit ideas/advice from any Krewe member as long as it does not disrupt General Krewe meetings.

Committees may distribute materials, such as tickets, flyers, t-shirts, etc., concerning an event at General Krewe meetings but their presentation must be submitted to the President/Secretary in advance.

Chairpersons shall secure the approval of the Board of Directors prior to announcing or implementing their decisions, in the following areas:

1. Dates, type and plans for any fundraising event.
2. Budget submissions.
3. Alteration of schedules or admission or rental fees for events.
4. A purchase, sale, acceptance or donation, of any physical asset.
5. Collect expense receipts for any expenses of events.

Submission for approval of any such event must be made at least one month prior to the scheduled event. In the event of some unforeseen emergency, then a special Board of Directors call will be made.

Chairpersons are required to submit a financial report at the close of their event to the next Board of Directors meeting, in writing, and to the treasurer along with a list of points earned by members.

ARTICLE VII: YEAR-END POLICIES

Section 1: Fiscal Year

The Krewe's fiscal year is April 1st through March 31st. This may be changed by a two-thirds vote of the general membership.

The corporation is a non-profit organization: No part of the net earnings, properties, funds or other assets of the corporation shall inure to the benefit of, or be distributed to its members, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution for the purpose of the corporation.

Section 2: Financial Disclosure

1. The financial records of the Krewe shall be open to Membership.
2. A monthly treasury report must be made available.
3. An annual financial statement must be completed and presented at the end of each fiscal year.
4. Any required tax forms shall be filed.

ARTICLE VIII: NOMINATIONS AND ELECTIONS

Section 1: Nomination Committee

The Board of Directors, after receiving the nominations from the Membership, shall serve as the Nomination Committee. Positions for which nominations shall be made by that committee for election by the general membership shall include President, Vice President, Secretary, Treasurer, Parliamentarian, Parade Captain, Event Coordinator and At-Large members for the Board of Directors. Nominations are due to be received no later than the second Friday prior to Mardi Gras Day (Fat Tuesday).

Section 2: Nominations

Only members of the Krewe may be nominated for election as Officers or Directors.

Section 3: Election

The President, Vice President, Secretary, Treasurer, Parliamentarian, Parade Captain, Event Coordinator and At-Large Directors shall be elected by a majority of the current membership. If there are multiple nominees for these positions, the membership shall vote by written ballot with each member casting one vote for each position to be elected. The current Parliamentarian, or designee, is responsible for conducting the election.

Nominations for the Board of Directors will be solicited during December and submitted no later than January 6th, or at the Epiphany Party, to the current Parliamentarian.

The Parliamentarian will create a slate of nominations or "voting ballot" will be presented to each member with one blank space provided for write-in selections. The voting process shall remain anonymous to all members except the Parliamentarian and one board member chosen by the Board of Directors to aid in the counting of the votes.

Voting ballots must be received by the Parliamentarian via mail, electronic mail or in hand no later than the March meeting, or any announced dates from the Board of Directors.

Ballots will be tabulated by the Parliamentarian and one other board member appointed by the Board of Directors.

ARTICLE IX: VOTING, QUORUM AND MAJORITY

A member, Director, committee member or Officer duly present at a meeting shall be entitled to vote in accordance with voting privileges granted in these By Laws at such meeting.

A twenty five percent (25%) of total membership shall constitute a quorum of the general Membership.

A number of seven (7) of the Board of Directors shall constitute a quorum of the Board of Directors.

ARTICLE X: DUE NOTICE OF MEETINGS

The Secretary shall cause notice of all Membership meetings to be sent to all members at least seven (7) days prior to the date thereof and for all Board of Directors meetings at least seven (7) days prior to the date thereof.

In times of unusual circumstances, special meetings of the Board of Directors may be called by the President or in writing by five (5) members of the Board.

ARTICLE XI: AMENDMENTS

Upon recommendation of the Board of Directors, these By Laws may be amended by a two-thirds vote of the general membership, provided that the proposed changes shall have been mailed or electronically mailed to the membership at least seven (7) days prior to the date of such meeting.

ARTICLE XII: BY LAW COMMITTEE

The By Law Committee acts as a reference committee to help expedite the amending of the By Laws.

The By Law Committee shall be composed of the five (5) members: the Parliamentarian and four (4) other members appointed by the Board of Directors or the Parliamentarian.

The Parliamentarian, at this time, shall chair the By Law Committee.

The By Law Committee may call informal meetings to solicit any questions, ideas, objections, or suggestions for improvement of By Law amendments. Any suggestions in writing, from general membership, may be delivered at any time to the chair.

Annually and prior to the new fiscal year the By Law Committee will reevaluate the proposed amendments and make any changes that are acceptable.

With the approval of the Board of Directors, any and all amendments will be presented in ballot to the general membership for a two-thirds vote.

ARTICLE XIII: Limitations

None of the net earnings of the Krewe, if any shall inure to the benefit of any member. No substantial part of the activities of the Krewe shall involve attempts to influence legislation by propaganda or otherwise, and the Krewe shall not participate in political campaigns or funding on behalf of any candidate for public office.

ARTICLE XIV: DISSOLUTION

In the event of the dissolution of the Krewe assets will be turned over to an organization which is itself exempt under Section 501 of the Internal Revenue Code and none of its assets shall be distributed to, or inure to the benefit of any private individual. Selection of such organization shall be made by the Board of Directors, if existing in good standing at the time.

Revised 2022